

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re	)	<b>Chapter 11</b>
	)	
W. R. Grace & Co., et al., <sup>1</sup>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
	)	<b>(Jointly Administered)</b>
Debtors.	)	
	)	<b>Objection Deadline: May 2, 2003 at 4:00 p.m.</b>
	)	<b>Hearing Date: TBD only if necessary</b>

**FIFTH MONTHLY FEE APPLICATION OF  
WACHTELL, LIPTON, ROSEN & KATZ  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS  
SPECIAL CORPORATE COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM JANUARY 1, 2003 THROUGH JANUARY 31, 2003**

Name of Applicant:	Wachtell, Lipton, Rosen & Katz ("Applicant")
Authorized to Provide Professional Services to:	The above captioned debtors and debtors in possession

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.) CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a/ Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a/ Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc. ), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc., ), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a/ Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Company.

Date of Retention: May 3, 2001 (nunc pro tunc to April 2, 2001)

Period for which compensation and reimbursement is sought: January 1, 2003 through January 31, 2003 (the "Fifth Fee Period")

Amount of Compensation sought as actual, reasonable, and necessary: \$743.75

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$61.13

This is a XX monthly     interim     final application.

Prior Applications filed:

Application	Date Filed	Period Covered	Fees Requested	Expenses Requested	Fees Approved	Expenses Approved
"First Fee Application"	November 19, 2002	April 2, 2001 – September 30, 2002	\$147,341.50	\$24,879.53		
"Second Fee Application"	Contemporaneously herewith	October 1, 2002 – October 31, 2002	\$1,775.00	\$87.60		
"Third Fee Application"	Contemporaneously herewith	November 1, 2002 – November 30, 2002	\$15,011.25	\$251.91		
"Fourth Fee Application"	Contemporaneously herewith	December 1, 2002 – December 31, 2002	\$19,270.50	\$771.14		

Name of Professional or Paraprofessional Person	Position with the Applicant and Number of Years in That Position; Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Deborah L. Paul	Tax Partner since 2001/ 5 years at Applicant/ admitted to Bar in 1991	\$425	1.75	\$743.75
	Total:		1.75	\$743.75
	Blended Rate:			\$425.00 per hour

Contemporaneous time records of all such professionals are attached hereto as Exhibit A. Applicant has determined not to apply for allowance of compensation for certain of the services shown on Exhibit A.

**COMPENSATION BY PROJECT CATEGORY**  
**January 1, 2003 through January 31, 2003**

Project Category	Total Hours	Total Fees Requested	Total Disbursements Requested
11 – Fee Applications, Applicant	0.25	\$106.25	\$0.00
18 – Tax Issues	1.50	\$637.50	\$61.13

**EXPENSE SUMMARY**

<u>Expense Category</u>	<u>Service Provider</u> (if applicable)	<u>Total Expenses</u>
Courier Service	Tri-State Delivery Service	\$46.13
Local Travel—Attorneys	Charge & Ride	\$15.00
<b>TOTAL</b>		<b>\$61.13</b>

Expense details are attached hereto as Exhibit B.

Dated: New York, New York  
April 7, 2003

WACHTELL, LIPTON, ROSEN & KATZ

By

  
Harold S. Novikoff

A Member of the Firm

51 West 52nd Street

New York, New York 10019

(212) 403-1000

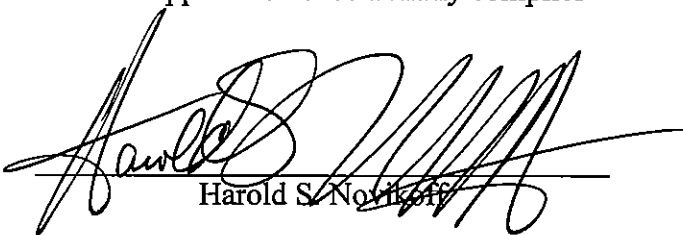
Special Corporate Counsel to the Debtors

VERIFICATION


STATE OF NEW YORK       )  
                                      ) ss.:  
COUNTY OF NEW YORK    )

Harold S. Novikoff, after being duly sworn according to law, deposes and says:

1. I am a member of the applicant firm, Wachtell, Lipton, Rosen & Katz ("Wachtell, Lipton").
2. I have personally performed some of the legal services rendered by Wachtell, Lipton, and am generally familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of Wachtell, Lipton, as special corporate counsel to the Debtors.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application substantially complies with such rules and Order.

  
Harold S. Novikoff

SWORN and SUBSCRIBED  
before me this 7<sup>th</sup> day of April, 2003.

  
NOTARY PUBLIC  
Notary Public, State of New York  
No. 01NE4640899  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires November 30, 2005  
Notary Public, State of New York  
No. \_\_\_\_\_  
Qualified in \_\_\_\_\_ County  
Commission Expires \_\_\_\_\_

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
) Jointly Administered  
Debtors. )

Objection Deadline: April 16, 2003 at 4:00 p.m.  
Hearing Date: TBD only if necessary

**FEE DETAIL FOR WACHTELL, LIPTON, ROSEN  
& KATZ, L.L.P.'S MONTHLY FEE APPLICATION FOR  
THE PERIOD FROM JANUARY 1, 2003 THROUGH JANUARY 31, 2003**

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**Exhibit A**

Client Number:

03901

Client Name:

W.R. GRACE &amp; COMPANY

Report Description: **Unbilled Recap of Time [03/31/2003 10:26:33 AM]**

	Date	Initials	Name / Invoice Number	Hours	Amount	Description	Matter Number	Index
1	01/07/2003	0663	Beth Polebaum	0.10	30.00	Review time details for fee application.	03901-0007	1772812
2								
3	01/09/2003	0663	Beth Polebaum	1.10	330.00	Draft of seconde interim fee application.	03901-0007	1772820
4								
5	01/13/2003	0663	Beth Polebaum	3.10	930.00	Draft of 2d interim fee application.	03901-0007	1772829
6								
7	01/16/2003	0663	Beth Polebaum	0.60	180.00	Review of fee auditor's report re 1st fee application. E-mails SD, HSN re same.	03901-0007	1772834
8								
9								
10	01/21/2003	0663	Beth Polebaum	2.20	660.00	Revisions to 2d Interim fee application to conform to auditor's requests.	03901-0007	1772845
11								
12								
13	01/21/2003	0288	Deborah Paul	1.50	637.50	Conf. call w/Elyse Filon -- update on sealed air payment; respond to fee auditor's report.	03901-0005	1780514
14								
15								
16	01/22/2003	0663	Beth Polebaum	1.40	420.00	Revisions to 2d fee application.	03901-0007	1772851
17								
18	01/22/2003	0288	Deborah Paul	0.25	106.25	Prepare response to fee auditor's request..	03901-0007	1780519
19								
20	01/23/2003	0663	Beth Polebaum	0.20	60.00	E-mails SD re fee application.	03901-0007	1772854
21								
22	01/27/2003	0663	Beth Polebaum	0.10	30.00	E-mail HSN/SD re status of 2d interim fee application.	03901-0007	1773480
23								
24								
25	01/31/2003	0663	Beth Polebaum	0.20	60.00	E-mails D. Passey, D. Pauls, D. Davies re: fee application.	03901-0007	1774935
26								
27								
28			UNBILLED TOTALS: WORK:	10.75	3,443.75	11 records		
29			UNBILLED TOTALS: BILL:	10.75	3,443.75			
30								
31			GRAND TOTALS: WORK:	10.75	3,443.75	11 records		
32			GRAND TOTALS: BILL:	10.75	3,443.75			



**Exhibit B**

Client Name: W.R. GRACE & COMPANY

Report Description: **Unbilled Recap of Cost [03/31/2003 10:26:51 AM]**

	Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description
1	01/09/2003	0698	David Passey	015	1.00	46.13	46.13	PASSEY Charge-N-Ride V#: 569212 Fr:MH 51 W
2								52ND To:QU-11102 Time: 20:15P WT: 11.25
3			Voucher=308271 Paid					Vendor=CHARGE & RIDE, INC. Balance=.00 Amount=1753.22
4								
5	01/22/2003	0212	Peter C. Canellos	006	1.00	15.00	15.00	TriState Job #: 36298
6								Called by: E. WALSH
7								From: 619 WEST 54TH STREET
8								To: 51 WEST 52ND STREET
9			Voucher=309287 Paid					Vendor=TRI-STATE DELIVERY SERVICE Balance=.00 Amount=2675.
10								
11			UNBILLED TOTALS: WORK				61.13	2 records
12			UNBILLED TOTALS: BILL:				61.13	
13								
14			GRAND TOTAL: WORK:				61.13	2 records
15			GRAND TOTAL: BILL:				61.13	